

P39407
Braishfield Associates, Inc.



CORPORATE OFFICE
1700 Route 3 West, Clifton, New Jersey 07013
Telephone (973) 777-4747 Facsimile (973) 777-1196
E-mail www.braishfield.com

UNDERWRITING SERVICES

DECEMBER
February 26, 1999

Via Overnight Delivery
Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314-6327

200003084272--6
-12/30/99--01041--005
*****35.00 *****35.00

Re: Braishfield Associates, Inc.

To whom it may concern:

Enclosed please find a Statement of Change of Registered Agent for filing and our check in the amount of \$35.00.

Please feel free to call if you have any questions. Thank you.

Sincerely,

Christopher McHattie
General Counsel and Chief Operating Officer

FILED
99 DEC 30 PM 2:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

R.A. change

BRAISHFIELD OF FLORIDA, INC.
5950 Hazeltine National Drive, Suite 650, Orlando, Florida 32822
Telephone (407) 825-9911 Facsimile (407) 825-9737



**STATEMENT OF CHANGE OF REGISTERED AGENT AND/OR
REGISTERED OFFICE FOR ALIEN BUSINESS ORGANIZATION
AND FOREIGN CORPORATION**

PURSUANT TO SECTION 607.0505, FLORIDA STATUTES, THE UNDERSIGNED ALIEN BUSINESS ORGANIZATION OR FOREIGN CORPORATION SUBMITS THE FOLLOWING STATEMENT IN ORDER TO CHANGE ITS REGISTERED OFFICE AND/OR REGISTERED AGENT:

1. Braishfiel& Associates, Inc.
(Name of alien business organization or foreign corporation)
2. June 25, 1992 3. P39407 4. 22-2455609
(Florida registration date) (Florida document number) (FEI Number, if applicable)
5. 1700 Route 3 West Clifton, New Jersey 07013
(Principal office address)

6. Name and address of registered agent and office currently on record with this office:


Wilton R. Miller
Bryant, Miller & Oliver, P.A.
201 South Monroe Street, Suite 500
Tallahassee, Florida 32301

7. New registered agent and/or office address:

Michael Hoagland
5950 Hazeltine National Drive, Suite 650
Orlando, Florida 32822

(Note: Registered office must be a Florida street address)

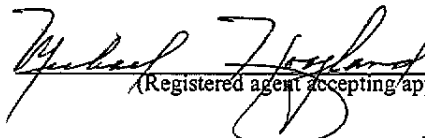
8. The street address of the registered office and the street address of the business office of the registered agent are identical.
9. Such change was authorized by the board of directors or an officer of the corporation so authorized by the board of directors.

10. 
(Signature of chairman, vice chairman, or officer)

11. James J. McCall, President
(Name and capacity of person signing in number 10 above)

12. Signature of new registered agent, if applicable:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of section 607.0505, Florida Statutes.


(Registered agent accepting appointment)

12/27/99
(Date)

FILING FEE: \$35.00

DIVISION OF CORPORATIONS- P. O. BOX 6327 - TALLAHASSEE, FL 32314

99 DEC 30 PM 2:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA